


STATE OF ALABAMA)
)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
04/06/2011 02:30:01 PM FILED/CERT

ARTICLES OF INCORPORATION

OF

CHELSEA VILLAGE BAPTIST CHURCH

The undersigned, acting under the authority granted same by members of the **CHELSEA VILLAGE BAPTIST CHURCH**, 16054 Highway 280, Suite 700, Chelsea, AL 35043, in a duly called and held business meeting of the said Church (Congregation) on the 31st day of October, 2010, by an unanimous vote, and further acting under the authority of the Code of Alabama, 1975, as amended, and with the intent of fully qualifying as an Incorporated Church under Section 501 (c) (3) of the Internal Revenue Code or any successor of same, and specifically Section 10-3A-1, et seq., of the Code of Alabama, 1975 (Alabama Non-Profit Act, 1984, as amended), or any successors of same, do hereby make, declare and file the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of this Corporation shall be "**Chelsea Village Baptist Church**" (hereinafter at times referred to as the "Church," or "Incorporated Church," or "Corporation"), and it shall be located in the Chelsea area of Shelby County, Alabama.

ARTICLE II

AUTHORITY/PURPOSE

The said Incorporated Church shall have the authority/purpose to advance the Christian faith

and particularly the general teachings and practices of the Southern Baptist denomination throughout the world - locally, nationally, and internationally - as directed in the message of Jesus Christ as set forth in the HOLY BIBLE and construed by the membership of this local Baptist church..

The nature of the said Corporation is religious, and as a religious Corporation it shall also have the authority to function as a religious, charitable, benevolent, and educational Corporation, for all members of the human society, individually and collectively, worldwide.

Further, the Church shall have all the powers as defined in Section 10-3A-20 of the Code of Alabama, 1975, as amended, unless otherwise specifically prohibited.

Further, the said Incorporated Church shall be autonomous and independent of any outside ecclesiastical control. However, by agreement of its members, it may cooperate and participate with various entities of the Southern Baptist Convention; the Alabama Baptist State Convention; other various Baptist Associations; other Baptist churches; other religious, charitable, benevolent, and educational groups and individuals to further all and any of the purposes set out herein above.

Further, the said Corporation shall have full authority to act and proceed in any legal manner, taking any act which may be essential or convenient for the pursuit and/or fulfillment of its authority and purpose as stated herein above.

ARTICLE III

EXISTENCE

The existence of this Corporation shall be perpetual unless otherwise terminated.

ARTICLE IV

QUALIFICATION OF MEMBERS AND

MANNER OF ADMISSION

The membership of the Corporation shall be all of one class as determined by and defined in the Bylaws of said Incorporated Church. Further, all persons who are members of the referenced church at the time of the filing of these Articles of Incorporation continue to be members of the Church (Chelsea Village Baptist Church). Further, procedures and pertinent details for admission, discipline, dismissal and transfer of membership shall be provided by the Bylaws of said Incorporated Church.

ARTICLE V

ADMINISTRATION OF CHURCH TEMPORAL AFFAIRS

All of the Church temporal (business) affairs shall be administered by the elected officers of the Church with the Board of Elders serving as the Board of Directors of the Church. The full role of the Board of Elders shall be as defined in the Bylaws of the Church

The role of the Church membership, the specific officers of the Church including committees, the election of all officers of the church, the calling of the ordained staff, and all employee matters shall be as spelled out in the Bylaws of the Church.

If a matter arises on which the Bylaws are silent, then the Elders may decide the procedure to follow and/or take direct action themselves, depending on what the Board of Elders determines is warranted at the given time and in the given situation. Clear and complete minutes should be recorded and maintained for legal accessibility of same by the appropriate officials of the Church

Notwithstanding everything stated herein no real property of the Church may be alienated,

mortgaged, or used for any purpose other than purposes already adopted by the Church without a simple majority of the Church membership in a duly called and held business meeting after due and proper notice has been given to the membership of the Church.

ARTICLE VI

SPECIAL FUNDS

The Church may from time to time establish permanent and/or temporary funds for the Church. These funds may be modified or dissolved and others may be created in the future by appropriate action of the Church and without the amending of the Articles of Incorporation. However, such must be recommended by the Elder(s) and approved by the church with a simple majority of the members present and participating in a duly held business meeting of the church and such action recorded in the business minutes of the church.

ARTICLE VII

SPECIAL MINISTRIES

The Incorporated Church may establish and maintain any special ministries that the church determines by the leadership of the elders is warranted and/or feasible in any of the Church's outreach as a Christian Church. In establishing such, the mission(s) and goal(s) should thoroughly and clearly be stated and accurately recorded for future reference and guidance with all pertinent details recorded.

ARTICLE VIII

DEACONS

The Deacons shall have the responsibility of assisting the Pastor, who is the chief spiritual and administrative leader of the Church, in carrying out his pastoral, spiritual and ministerial

responsibilities to the members of the Incorporated Church, to the community in which the Church is located, and any other spiritual or ministerial endeavors the Church may choose to embark on or pursue and/or direct the pastor to embark on or pursue.

The qualifications, terms of office, eligibility, and duration of term and other pertinent details of a deacon, elder, trustee, and each of all other officers (including committees) of the Incorporated Church shall be as set out in the Bylaws and/or Policy Manual of the Church.

ARTICLE IX

CHURCH BUSINESS MEETINGS

All Church Business Meetings, regular and special, shall be called and held as defined in the Bylaws of the Church and according to the standard due process.

The quorum for any business meeting shall be those church members present after due notice has been given in good faith, or if the Bylaws of the Church defines the "quorum" differently the Bylaws definition shall prevail as long as due process is observed. The Church shall hold at least one business meeting per year and at least one business meeting per year should be specifically designated as the "Annual Business Meeting" of the Church, and the said meeting should follow the pertinent details and specifications of the Bylaws of the Church.

ARTICLE X

BY-LAWS

The Bylaws adopted by the Church shall be the rules and principles of guidance primarily concerning the internal functions, operations and inter-relations within the Incorporated Church. The Bylaws may be amended, altered, or rescinded by the Church sitting in a duly held business meeting as provided for and allowed by the Church's Bylaws and the standard of due process.

ARTICLE XI

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or modified by a two-thirds (2/3) vote of the Church members present and voting at two consecutive regular or special called business meetings of the Church, duly held as provided in the Bylaws. Or if a complete procedure is defined in the Bylaws of the Church, such may be exclusively followed or an alternate procedure provided such is official and appropriately noted.

ARTICLE XII

ELECTIONS

The Church shall hold elections at such times and in such manner as designated in the Bylaws of the Church.

All pertinent details for elections shall be as set out in the Bylaws of the Church and/or herein.

ARTICLE XIII

CHURCH FISCAL YEAR

The Church year shall be January 1st to the following December 31st and each twelve month period thereafter.

ARTICLE XIV

DISCHARGE OF ELDERS, TRUSTEES, DEACONS,

OTHER OFFICERS AND COMMITTEE PERSONS

Any elder, trustee, deacon, other officer or committee person may be discharged by a majority vote of the members of the Church sitting in a duly held business meeting or conference

for any cause the Church deems advisable, provided, however, any such elder, trustee, deacon, other officer or committee person shall first be provided an opportunity to defend or explain himself/herself either before or during such conference. Further details concerning such action may be defined and described more fully in the Bylaws and/or Policy Manual of the Church.

The present officers and any newly elected or appointed officers of the Church shall continue to serve for the duration of each's term, respectively, in accordance with the new Bylaws presently in the process of being adopted once same are adopted.

The staff elders (ordained elders) shall be excepted from this Article, and any matters concerning the standing and activity of any member of the staff elders shall be controlled by the details of the Bylaws of the Church.

ARTICLE XV

TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

If this Corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs and indebtedness, including all the expenses of such dissolution or related to such dissolution shall be distributed to a non-profit corporation(s) and/or other non-profit organization(s) which are qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section.

The members of the said Church as defined in Article IV hereof, shall in a duly held business meeting designate the non-profit corporation(s) and/or organization(s) to receive the said net assets of the Incorporated Church upon dissolution. No assets of any substantial monetary value of said Church shall be distributed to any member, officer, or agent of this Church without there being paid reasonable consideration for same. Any non-profit corporation or organization designated to receive

assets under this Article shall be affiliated with the Southern Baptist Convention and/or the Alabama Baptist State Convention and/or other Baptist Association(s) and/or another Baptist Church(s) or entity which generally subscribes to and practices the Baptist Faith and Message.

ARTICLE XVI

THE INTERNAL REVENUE CODE

This Corporation is organized and operated exclusively for religious purposes within the meaning of **Section 501(c)(3) of the Internal Revenue Code of 1954**.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and this Corporation shall not partisanly participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office or shall not partisanly participate in or intervene in any political campaign on behalf or in opposition to the issue of any public referendum.

The property of this Corporation is irrevocably dedicated to religious purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member or agent of the Corporation or to the benefit of any private person as such or any group as

such, except as allocated by the IRS Code or other federal laws or laws of Alabama.

On the dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XVII

TRUSTEES/ELDERS

The offices of Chairman and Secretary of the Board of Elders shall be held by different members of the said Board. No one person is to, simultaneously, serve in both offices. All other pertinent details pertaining to eligibility, terms of office, responsibility of trustee shall be as defined in the Bylaws of the Church

Scott Slayton
Chairman
4127 Forest Lakes Road
Sterrett, AL 35147

William Dunham
Secretary
1316 Willow Oaks Drive
Wilsonville, AL 35186

Todd Mims
Trustee/Elder
217 Woodbridge Trace
Chelsea, AL 35043

ARTICLE XVIII

REGISTERED AGENT

The name of the initial registered agent/legal representative of the Incorporated Church is **Scott Slayton** and as such his address is 16054 Highway 280, Suite 700, Chelsea, AL 35043.

ARTICLE XIX

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REGISTERED OFFICE

The initial registered office of the said Incorporated Church shall be 16054 Highway 280, Suite 700, Chelsea, AL 35043 which is the location the Church meets. For U. S. Mail purposes the mailing address is P. O. Box 192, Chelsea, AL 35043.

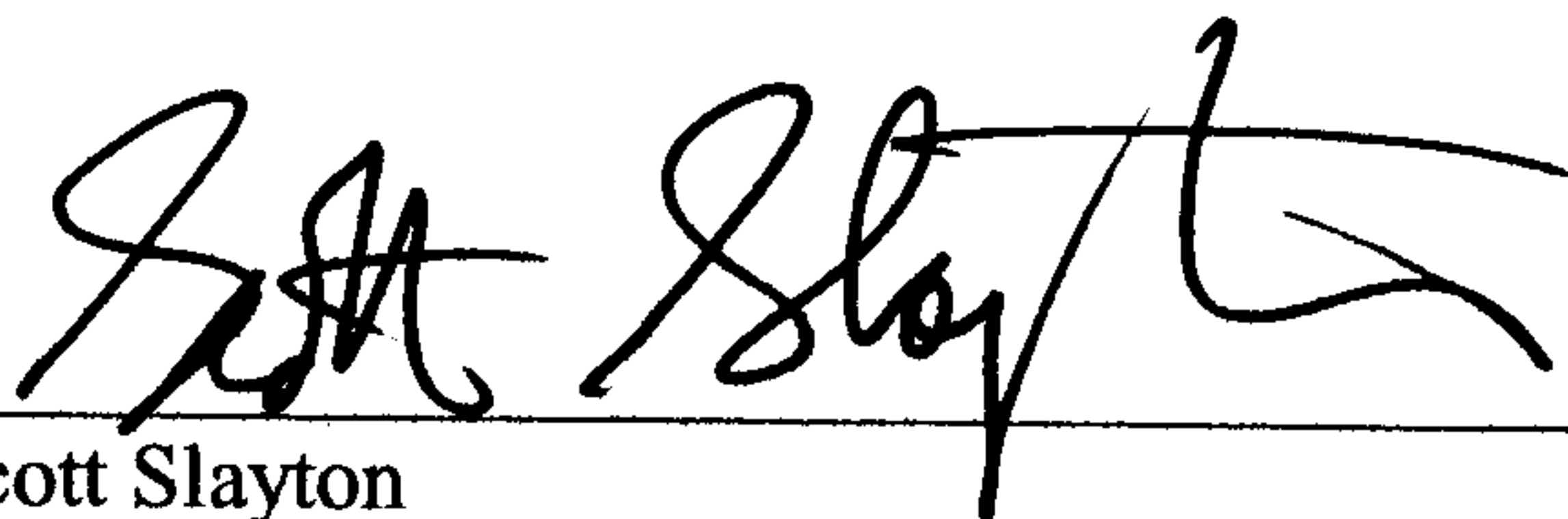
ARTICLE XX

ADOPTED

The undersigned incorporators, the Pastor and Church Clerk, respectively, certify that the issuance of the above Articles of Incorporation was duly authorized by the proper adoption of resolution of its members in a duly held business meeting of said Church on the 6th day of March, 2011, and that such was further authorized by due and proper action of the Elders/Trustees of the said Church on the 6th day of March, 2011.

DONE and executed on this 11th day of March, 2011.

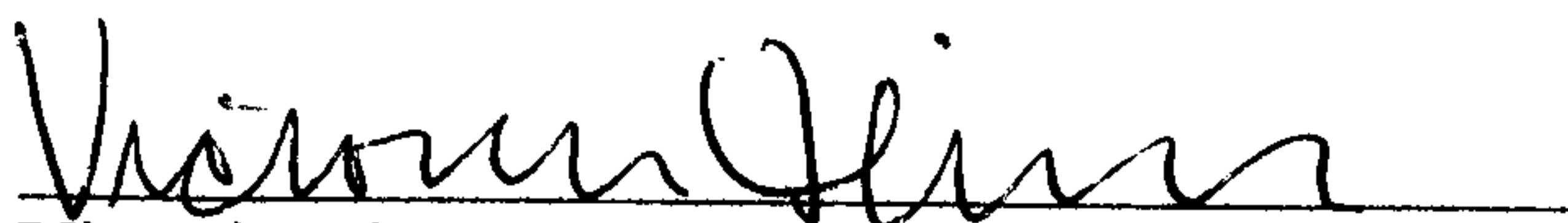
CHELSEA VILLAGE BAPTIST CHURCH



Scott Slayton

Its Pastor/ Moderator/Chairman of Trustees/Elders

Attested to:



Victoria Hines

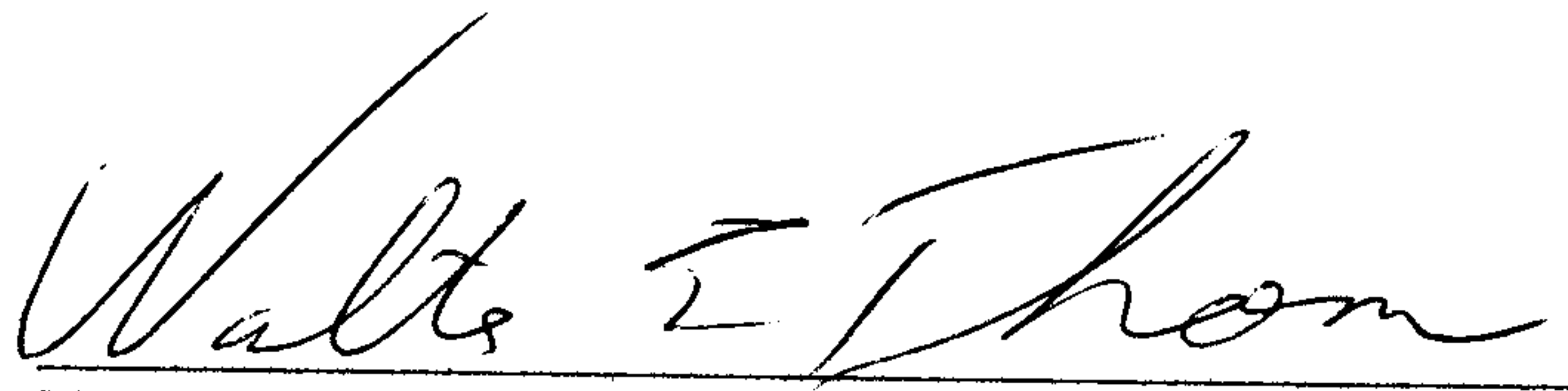
Clerk

Chelsea Village Baptist Church

STATE OF ALABAMA)
)
SHELBY COUNTY) **GENERAL ACKNOWLEDGMENTS**

Before me, the undersigned officer, duly authorized to administer oath and take acknowledgments and testimony, appeared the said **Scott Slayton**, and **Victoria Hines**, respectively, who being by me first duly sworn, deposed, and say: That they are the Pastor/Moderator and Clerk (Corporate Secretary), respectively, of **Chelsea Village Baptist Church** (Shelby County, Alabama); that they have read and know the contents of the foregoing instrument and that the above and foregoing is a true and correct copy of the Articles of Incorporation of the said Chelsea Village Baptist Church under the Statutes of the State of Alabama and the IRS Code, 1986, as amended.

SWORN to and **SUBSCRIBED** before me this 11th day of March, 2011.


Notary Public
My Commission Expires: 5/23/2012

This instrument was prepared by:

Chriss H. Doss, Esquire
Attorney and Counselor at Law
1957 Hoover Court, Suite 310
Birmingham, Alabama 35226
(205) 978-9992
(205) 978-3799 Facsimile
chrissdoss@bellsouth.net

State of Alabama
Shelby County

Certificate of Corporation

Of

CHELSEA VILLAGE BAPTIST CHURCH

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby
certifies that duplicate originals of Articles of Incorporation of

CHELSEA VILLAGE BAPTIST CHURCH

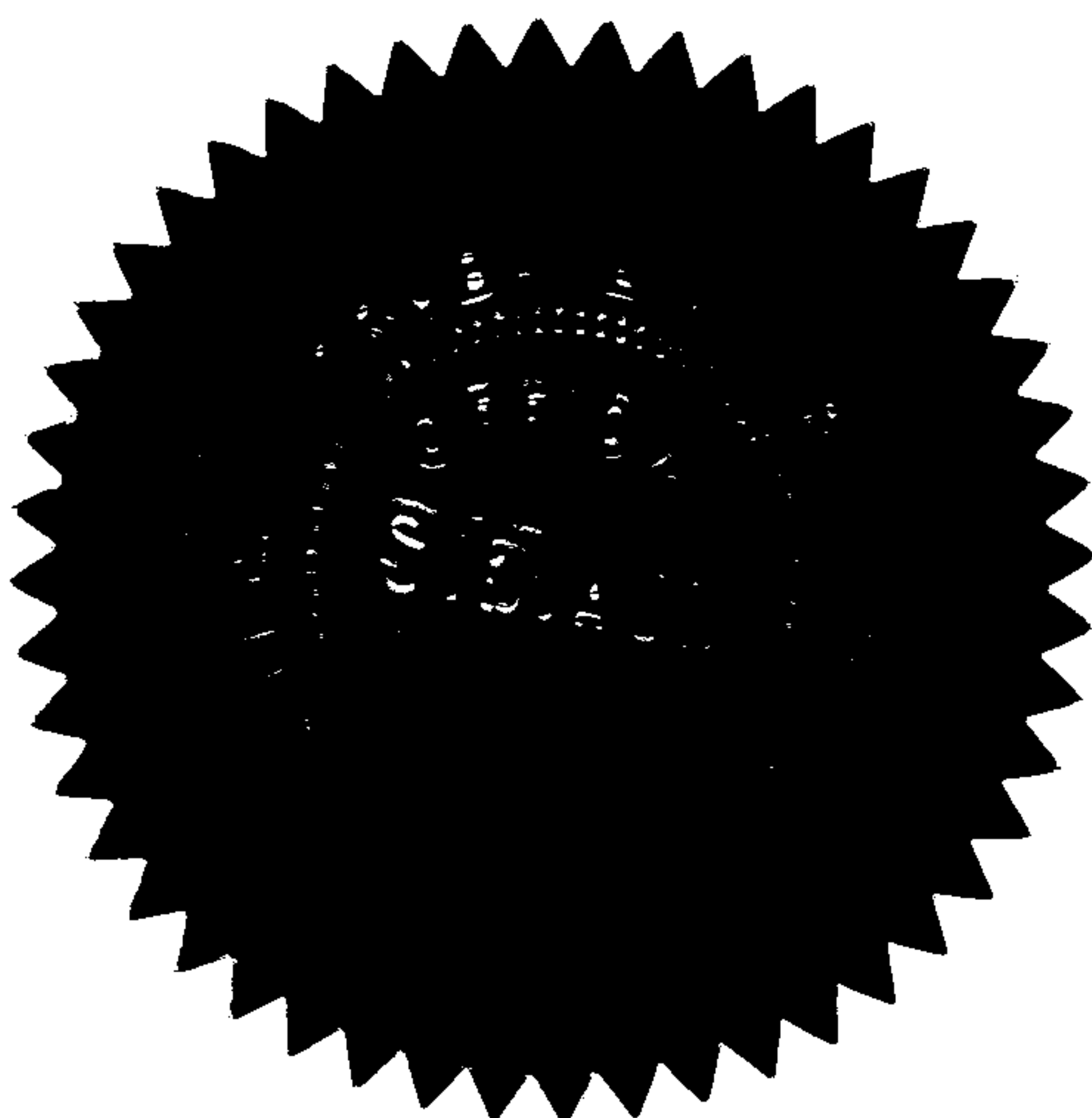
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama
Business Corporation Act, have been received in this office and are found to conform to
law.

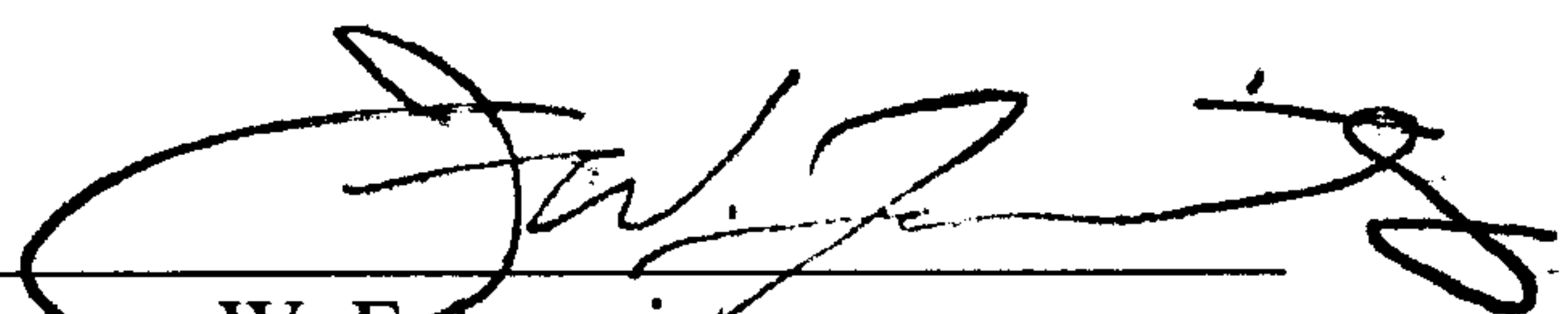
ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the
authority vested in him by law, hereby issues this Certificate of Incorporation of

CHELSEA VILLAGE BAPTIST CHURCH

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 6th day of
April, 2011




James W. Fuhrmeister
Judge of Probate